

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

GARY FRIEDRICH ENTERPRISES, LLC and
GARY FRIEDRICH,

08-CV-01533 (BSJ) (JCF)

Plaintiffs,

- against -

MARVEL ENTERPRISES, INC., MARVEL
ENTERTAINMENT, INC., MARVEL
STUDIOS, INC., MARVEL CHARACTERS,
INC., HASBRO, INC., TAKE-TWO
INTERACTIVE, COLUMBIA TRI-STAR
MOTION PICTURE GROUP, COLUMBIA
PICTURES INDUSTRIES, INC., CRYSTAL
SKY PICTURES, RELATIVITY MEDIA LLC,
MICHAEL DELUCA PRODUCTIONS, INC.,
SONY PICTURES ENTERTAINMENT, INC.
and SONY CORPORATION OF AMERICA,

Defendants.

DECLARATION OF AARON MICHIEL

AARON MICHIEL hereby declares pursuant to 28 U.S.C. § 1746 as follows:

1. I am the Executive Vice President of Business Affairs of defendant Relativity Media, LLC ("Relativity") and submit this declaration in opposition to plaintiffs' motion to re-transfer venue of this action from the Southern District of New York to the Eastern District of Missouri.

2. Relativity is a California limited liability company with its principal place of business in West Hollywood, California. Relativity does not have any offices or employees located in Missouri.

3. Relativity currently anticipates that the following party witnesses will testify on its behalf:

(a) A representative of Relativity will testify concerning Relativity's provision of financing to Sony, and the fact that Relativity had no involvement whatsoever in the production of the Ghost Rider movie. All of Relativity's activities relating to its provision of financing to Sony took place in either California or (to a lesser degree) in New York, and the representatives we anticipate will testify regarding Relativity's financing arrangements with Sony are California-based employees. All of Relativity's business records relating to its provision of financing to Sony are located in California.

4. It would be much more convenient for Relativity to litigate this action in the Southern District of New York or the Central District of California, than it would be for Relativity to litigate this action in the Eastern District of Missouri. Relativity has established relationships with outside counsel in New York in connection with various matters, but has no relationship with any firms in Missouri. David Fleischer and Jodi Kleinick of Paul, Hastings, Janofsky & Walker LLP, who have been representing Relativity in this action since April 2007, are both located in New York. Many of Relativity's major investors and the investment firms with which Relativity has relationships are located in New York, and representatives of Relativity, including the individuals who were involved in Relativity's provision of financing to Sony, regularly travel to New York on business. Relativity does not do business in Missouri, and its representatives do not travel there for business.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 28, 2008 in Los Angeles, CA.


AARON MICHIEL